



WHPA HVAC Stakeholder Engagement Strategy Committee (HSES)

Teleconference Summary Notes

Friday, December 15, 2017

Scheduled for 9:00am –10:30am PST

Call to Order

The WHPA HVAC Stakeholder Engagement Strategy Committee (HSES) Co-Chair, Paul Thomas (SDG&E), called the meeting to order at 9:03a.m. PST. The meeting was recorded for note purposes.

Roll Call

Wendy Worrell (WHPA Staff – InfoPlast) conducted roll call based on the current roster. As no voting panel has been assigned in favor of consensus voting, members are organized by voting eligibility status. 17 participants (or proxies) attended the meeting with a quorum (11+) of eligible members as indicated below:

P = Present at meeting A = Absent from meeting; if proxy has been assigned it will be noted below.				
Organization	First Name	Last Name	WHPA Category	Attendance
Voting Eligible				
ACCA (Air Conditioning Contractors of America)	Don	Langston	Contractor Association	A
AHRI (Air-Conditioning, Heating, and Refrigeration Institute)	Garrett	McGuire	Director, Government Relations	A
CALBO (California Building Officials)	Bob	Barks	Codes & Standards Official (Association or Jurisdiction)	P
CEC (California Energy Commission)	Lea	Haro	Government (Other than CPUC)	P
CPUC (California Public Utilities Commission) Energy Division	Justin	Hagler	California PUC	P
Galawish Consulting Associates	Elsia	Galawish	Energy Efficiency Program Consultant	P (first 60 min)
HARDI (Heating, Air Conditioning & Refrigeration Distributors International)	Talbot	Gee	Distributor Association	A
HVAC Excellence	Eugene	Silberstein	Certifying Body	A
IHACI (Institute of Heating and Air Conditioning Industries)	Bob	Wiseman	Contractor Association	P (HSES Co-Chair)
Indio Cooling & Heating Supply	Tim	Mann	Distributor	P
JCEEP (Joint Committee on Energy and Environmental Policy)	David	Dias	Organized Labor	P (Chartering Chair)
NCI (National Comfort Institute)	Mel	Johnson	Educator, Trainer	P
	Mark	Salavitch	California IOU	A
PG&E (Pacific Gas and Electric Company)	Christian	Weber	California IOU	P (last 58 min)
	Scott	Higa	California IOU	P
SDG&E (San Diego Gas & Electric Company)	Paul	Thomas	California IOU	P (HSES Co-Chair)
SoCalGas (Southern California Gas Company)	Harvey	Bringas	California IOU	A
SynergyNexGen	Barbara	Hernesman	Energy Efficiency Program Consultant	P
Transformative Wave	Joe	Schmutzler	Controls (Manufacturer or Distributor)	P
Tre'Laine Associates	Pepper	Hunziker	Energy Efficiency Program Consultant	P
Voting Eligible (upon meeting attendance and/or registration)				
CPUC (California Public Utilities Commission) Energy Division	Justin	Hagler +	California PUC	A
ICSC (International Council of Shopping Centers)	Keith	Walker	Owner/Facility/Property Management Association	A
SMUD (Sacramento Municipal Utility District)	Ravi	Patel	Public Owned Utility	A
Guests				
ASHRAE	Ron	Jarnagin		A
CPUC (California Public Utilities Commission) Energy Division	Peter	Biermayer	California PUC	A
CPUC (California Public Utilities Commission (Energy Division)	George	Tagnipes	California PUC	A
SDG&E (San Diego Gas & Electric Company)	Pedro	Ramirez	California IOU	A
WHPA Staff				
Better Buildings, Inc.	Mark	Lowry	Other Stakeholder	P (Legal Entity Facilitation)
InfoPlast Key SEO	Wendy	Worrell	Other Stakeholder	P (Host/Scribe)
	Judy	Johnson	Other Stakeholder	P (Work Product)

** Organization is Not a Member of the WHPA; + Individual is NOT Registered with the WHPA; (P) = Member Organization is Pending Approval from the WHPA Executive Committee.



WHPA HVAC Stakeholder Engagement Strategy Committee (HSES)

Teleconference Summary Notes

Friday, December 15, 2017

Scheduled for 9:00am –10:30am PST

AGENDA

The following agenda was distributed to the WHPA HSES Committee roster by WHPA Staff prior to the meeting, along with meeting reference slides:

PDT TIME	TOPIC	FACILITATOR
5 min. 9:00-9:05	Roll Call	Wendy Worrell
10 min. 9:05-9:15	Co-Chairs' Opening Comments <ul style="list-style-type: none"> • Chartering Committee Welcome • Agenda Overview • Report Out on Transition Status Update to Executive Committee 	Bob Wiseman & Paul Thomas
75 min. 9:15-10:30	Bylaws Overview & Final Development Discussion <ul style="list-style-type: none"> • Articles 1 thru 7 Decisions (Live Edits as Needed) • Articles 8+ Vetting (Live Edits as Needed) Articles of Incorporation for Nonprofit Organization in Illinois Overview & Vetting	Mark Lowry & Dave Dias
by 10:30am	Adjournment	Paul Thomas

Co-Chair's Opening Comments

Co-Chair Bob Wiseman (IHACI) thanked all for joining the meeting. He noted that it has been a long process and that “we are getting ready to report to the Executive Committee next Wednesday”. He noted that this was the last meeting for focus on this content and that the additional members of the Chartering Committee who were not part of the HSES Committee were invited to help with a more detailed look at the Charter/Bylaws. As it is a larger group, he asked for everyone’s patience. Bob reported that Mark Lowry (WHPA Staff – BBI) had provided a high-level report out to the WHPA Executive Committee (EC) on December 13th. Bob reviewed the new information highlights that Mark had presented (meeting slides 4-6).

Co-Chair Bob Wiseman (IHACI) reported that the EC was asked on December 13th to consider becoming the transition interim Board. “All indications are that some variation of that will work going forward”, but the recommended Board structure going forward after that is a minimum of two (2) Directors from each voting member category with 11-17 members serving 3-year terms with at least 1/3 rotating out each year. The Board would be elected by a nominating committee (per meeting slide 5). The Co-Chair overviewed the content on meeting slide 6 about the composition of the Officers of the Corporation.

Co-Chair Paul Thomas (SDG&E) commented that work is moving along at a very quick but thoughtful pace. He voiced great appreciation for the efforts of all to get the transition to this point. He expressed that he has full confidence in all who are working to make this happen in the Chartering, HSES, and Executive Committee.

State for Incorporation Discussion

Co-Chair Bob Wiseman (IHACI) reported that prior to meeting with Mark Lowry (WHPA Staff – BBI) and legal counsel, the optics had him thinking incorporation should have been in California, but that after talking with legal counsel, he was “fully onboard” with incorporation elsewhere.

- Co-Chair Paul Thomas (SDG&E) reported that he had the same views as Co-Chair Bob Wiseman (IHACI) about where to incorporate. After discussing it with the attorney, Paul noted that he realized that the location of incorporation “is just a formality” and that the filing is based on where the laws are more favorable but does not impact “what we want to do in California first”. He also noted that in looking toward the future at possible expansion, Illinois incorporation would allow more flexibility there as well. From Paul’s perspective, “it is something that is in the background that would not impact the ability for what the organization wants to do, and would not affect doing that in California.” He voiced his firm belief that this would be the right direction to take at this point.

Per Co-Chair Paul Thomas’ (SDG&E) inquiry about when further discussion should incur about where to incorporate, Mark Lowry (WHPA Staff – BBI) clarified that there will be some content in the Bylaws that would be different if incorporating in Illinois versus California.



WHPA HVAC Stakeholder Engagement Strategy Committee (HSES)

Teleconference Summary Notes

Friday, December 15, 2017

Scheduled for 9:00am –10:30am PST

Barbara Hernesman (SynergyNexGen) commented that she consulted with some attorneys she knows who indicated that incorporating out of state may incur double taxation for income tax filings. She clarified that if the organization is doing business out of the state in which they incorporated, they must be a resident of the incorporated state. She asked if WHPA will be responsible for taxation in California if it incorporates in Illinois as the resident state.

- Co-Chair Paul Thomas (SDG&E) commented that he “did not think it applied to nonprofits”.
- Elsia Galawish (Galawish Consulting) reported that she is involved in Rotary International in California, which also has a 501(c)(3) status, and that there is a law specifying an income level threshold that once passed will result in reporting and possible taxation.
- Barbara Hernesman (SynergyNexGen) commented that she raised the issue because she had heard reference outside of the meeting that if monies raised go above \$300,000, there might be taxation in California. She suggested that if WHPA goes after grants and funding sources, that threshold might be surpassed, so it is worth “looking at that” with legal counsel as part of the evaluation of California versus Illinois incorporation.
- Pepper Hunziker (Tre’Laine) asked if it might be problematic if the organization seeks California grants for work in California, but is incorporated external to California.
 - Barbara Hernesman (SynergyNexGen) noted that she raised that same issue and gave examples of “sticky situations” in the Chartering Committee meeting as well.
- Co-Chair Paul Thomas (SDG&E) asked Mark Lowry (WHPA Staff – BBI) for input and noted that the attorney had already been asked about financial liabilities of incorporating outside California, to which Paul thought there were no issues raised.
 - Mark Lowry (WHPA Staff – BBI) reported that from his experience, the threshold applies to the unrelated business income dollars (UBID) that might be generated by the entity, such as IHACI’s separate for-profit corporation for a publishing concern and the related costs for advertising, etcetera that do get taxed. He clarified that he “did not believe” that income that supports the mission of the organization in its nonprofit purposes affects the threshold if there is a Federal tax-exempt status regardless of the State of incorporation. Mark reported that having worked and lived in different places, he has been subject to tax filings in both places, but noted that filing the documents is not triggering taxation and that taxation is based on how the money is used. In terms of grants, he clarified that it depends on the grant. Mark reported that from BBI’s perspective as a for-profit entity seeking funds for a project, governmental agencies have varying rules of engagement, and that as part of the scoring process to determine the winning bid, preference is given to a California, minority or business owned corporation, etcetera. Given that, there could be a requirement that says it must be a California organization for the purposes of California, but Mark noted that those grants are not something he expects WHPA would pursue. He confirmed that he does not see the state of incorporation as any more limiting than any other grant that might be pursued in any other state, etcetera.
- Co-Chair Paul Thomas (SDG&E) commented that he thought there could be Officers in California to satisfy residency requirements rather than where the organization is incorporated and asked for CEC’s input.
 - Lea Haro (CEC) noted that there was a time when CEC was being asked why they were giving funds to consultants outside California when there were consultants in California who could do the job. In one case she recalled that there was a consultant who had multiple offices with one in California that satisfied the requirement.
- In reply to Co-Chair Paul Thomas’ (SDG&E) inquiry about when the answer is needed to determine when to incorporate, Mark Lowry (WHPA Staff – BBI) clarified that the attorney indicated it needs to be decided ASAP to avoid additional rework in another direction later.
- Co-Chair Paul Thomas (SDG&E) asked who will make the ultimate decision on where to incorporate and if it is something that the HSES/Chartering Committee would recommend for the Executive Committee to decide.
 - Mark Lowry (WHPA Staff – BBI) replied that if it is put to the EC, they will need a lot of information to make that decision. His “gut feeling” is that the EC will take the recommendation from the Chartering Committee with HSES input. He noted that if the Chartering Committee could make that decision during this meeting, it would enable the HSES/Chartering Committees to continue Bylaws’ vetting, but that if decision was needed for the EC to weigh in first, work should be paused.
 - Co-Chair Paul Thomas (SDG&E) replied that he did not want to pause activity, but suggested that recommendation be distributed for input and then recommendation to the EC next week.
- Bob Barks (CALBO) suggested that quick bullets for the pros and cons of incorporating in Illinois versus California should be emailed to the Chartering Committee for review and decision.
 - Co-Chair Paul Thomas (SDG&E) voiced agreement for the above suggestion.



WHPA HVAC Stakeholder Engagement Strategy Committee (HSES)

Teleconference Summary Notes

Friday, December 15, 2017

Scheduled for 9:00am –10:30am PST

- Co-Chair Paul Thomas (SDG&E) asked Barbara Hernesman (SynergyNexGen) if she would have serious reservations if incorporation was in Illinois.
 - Barbara Hernesman (SynergyNexGen) confirmed that she would noting that Workforce Education & Training (WE&T) work would be affected with incorporation outside of California.
 - Pepper Hunziker (Tre'Laine) echoed the same reservations. She further commented that there seems to be a lot of additional funding for the WE&T and Economic Development side, noting that it would be unfortunate to not be able to pursue that.
 - Dave Dias (JCEEP) voiced agreement with the above comments.
 - Lea Haro (CEC) also voiced agreement with the above comments noting that the Committee needs to understand the full impact before making a decision.
- Mark Lowry (WHPA Staff – BBI) commented that for pro and con development understanding purposes, he needed to understand the types of grants being referenced and how they relate to future WHPA activities. “Is it for development of materials and delivery of Workforce Education & Training?”
 - Pepper Hunziker (Tre'Laine) commented that she did not have a precise example but that it “feels a little off in looking forward at the different opportunities when we don’t know exactly what WHPA will be doing on the WE&T or economic development side”, and that some of the Aura funding and with the Community Colleges, it raises “a little flag” for what could happen, to which Tim Mann (Indio Cooling and Heating Supply) voiced agreement.
 - Barbara Hernesman (SynergyNexGen) commented that there WHPA does not go after WE&T funding sources, she “doesn’t know what we are doing then”. She noted potential funding sources as monies from Environmental Venture Projects (EVP), the Workforce Investment Board (WIB), Community Colleges, among others that “move us to our energy goals” by upscaling the workforce, creating entry level workforce movement, and providing opportunities for shop classes (ROP) to move the workforce “into the 21st century”. Tim Mann (Indio Cooling & Heating Supply) echoed Barbara’s comments.
- Co-Chair Paul Thomas (SDG&E) summarized that the above discussion raised concern that where WHPA would be developing work product in California as has historically been done, would then essentially need California incorporation status whether it was specifically required or was from an optics perspective going toward a grant.
- Barbara Hernesman (SynergyNexGen) suggested contacting some of the funding sources for their perspective on an out of state versus in state organization. She also noted that CPUC has 50% of their implementation of WE&T work coming up and suggested that WHPA would be in a position to take advantage of that opportunity. She was unsure what CEC would be doing, but suggested that might also be a consideration. She also noted the possibility of partnering with another organization based in California, but that would require “juggling a whole lot of stuff”.
- Pepper Hunziker (Tre'Laine) noted that a few years ago there were some reports alluding to circumstances for California selecting out of state entities to provide services, which did not yield much great press around the state to her recollection. She suggested that to some degree and separate from the grant side, perception could be important to the work being done. That being said, she also voiced support for whatever the group decision is for the path forward.
- Mel Johnson (NCI) commented that normally when there is a difficult decision like this, the main points would be presented. He typically uses the SWOT analysis. He noted that the comments made are valuable, but that they should be considered and weighted with all the information.
- Lea Haro (CEC) reported that she was awaiting feedback on if there is an official CEC position on issuing funds to organizations incorporated inside or outside California.

ACTION: Mark Lowry (WHPA Staff – BBI) and Legal Counsel to further discuss grant and tax implications of doing work in California but incorporating outside California.

ACTION: Lea Haro (CEC), Barbara Hernesman (SynergyNexGen), and Dave Dias (JCEEP) to provide additional research on potential funding opportunities for review of issues that may arise if not incorporating in California.

Mark Lowry (WHPA Staff – BBI) reported that realistically he did not see the Committee meeting the timeline of getting vetted incorporation documents to the EC by Wednesday (December 20th) if full review of the funding and taxation issues related to incorporation outside of California is done properly.

- The Co-Chairs commented that unless there is a strong feeling that incorporation should be in Illinois it may be better to keep focus on California incorporation even with the “extra hoops”.



WHPA HVAC Stakeholder Engagement Strategy Committee (HSES)

Teleconference Summary Notes

Friday, December 15, 2017

Scheduled for 9:00am –10:30am PST

- Mark Lowry (WHPA Staff – BBI) reported that while he does not typically like to counter legal advice, counsel’s role was to look for the legal efficiency of the activities. He reminded that the current draft Bylaws were revised for the Illinois perspective, so change back to California would require additional time for development and review, which further elevates concern about the current deliverable timeline.
- Co-Chair Paul Thomas (SDG&E) asked if incorporation in Illinois would be better.
- Mel Johnson (NCI) commented that he was neutral at this point because he did not have enough information to be swayed either way. He asked what it will take to get it right.
- Co-Chair Paul Thomas (SDG&E) commented that “we need to push forward focused on California incorporation” since otherwise it is too much of a distraction.
- Co-Chair Bob Wiseman (IHACI) voiced agreement. He noted that typically legal advice would not be countered, and that there would be additional “hoops”, but that given the strong feelings of some in the room, his recommendation was to make the decision to incorporate in California.
- Lea Haro (CEC) reported that she received confirmation that the CEC’s position is that if a consulting company has offices in the State of California and has people working in the State, “that is fine”. She also noted that some grants have more restrictions and the applicant has to demonstrate how ratepayers will benefit, but that as long as they can meet the criteria, the entity should be able to apply and compete for a grant.
- Co-Chair Paul Thomas (SDG&E) reported that since this was broadcast as an optional meeting, email voting of the full Committee would be needed rather than a voiced vote during the meeting.

ACTION: WHPA Staff to conduct an email vote of the HSES Committee to confirm agreement to incorporate in California.

Mark Lowry (WHPA Staff – BBI) reported that decision to again focus on California incorporation would require a lot of rework on the Bylaws and Articles of Incorporation.

Incorporation Document Overview and Finalization

ARTICLES OF INCORPORATION OVERVIEW

Mark Lowry (WHPA Staff – BBI) overviewed the drafted Articles of Incorporation for Illinois starting with Article 4 which “keeps content very general”. He noted that specific confirmation would be needed from the EC to confirm they would continue since their names and addresses would be included in this article.

BYLAWS VETTING DISCUSSION

Mark Lowry (WHPA Staff – BBI) and Chartering Committee Chair Dave Dias (JCEEP) facilitated an overview and development discussion of the Bylaws, which had been reviewed by legal counsel for focus in Illinois. WebEx control was passed to Judy Johnson (WHPA Staff) to handle live edits to the document.

Section 7.3.2 Election of Directors and Section 7.4.2 Removal (of Directors): Mark Lowry (WHPA Staff – BBI) commented that he needed a “sense of the room” about the attorney’s side notes that, “*If the Board elects Directors, then the Board can remove Directors, but the Board cannot remove Directors elected by the Members,*” and “*Because Directors are elected by the Members, a membership vote is required to remove Directors.*” He reminded that decision was previously made that the general membership would vote on the Board of Directors, and that the last Chartering Committee meeting discussed processes by which Directors could be removed for nonparticipation, death, etcetera and processes for how best to fill those vacancies. He clarified that the fundamental rule is that if members elect Directors, only members can remove Directors. He asked if consensus was still for the membership to be involved in Director election.

- In reply to Co-Chair Paul Thomas (SDG&E) inquiry about prior discussions related to the Nominating Committee and the Board of Director’s decision role, Mark Lowry (WHPA Staff – BBI) clarified that the Nominating Committee appointment by the Board of Directors would propose a slate of Directors for voting by the full membership.
- Co-Chair Paul Thomas (SDG&E) voiced support for having the Board of Directors authorized to vote on the slate rather than the membership and asked for input from others on the call.
- Mel Johnson (NCI) reported that he “was fine with that” as it mirrored the conversation in the Chartering Committee.
- Barbara Hernesman (SynergyNexGen) reported that it had also come up in the Chartering Committee to ensure there was balanced membership category representation, but that given the timeline, that process would be pushed back for now.
- Bob Barks (CALBO) commented that from his experience with nonprofits, Director election was generally voted on by the membership at large rather than selected by the Board of Directors. He reported that the format poses the need for a



WHPA HVAC Stakeholder Engagement Strategy Committee (HSES)
Teleconference Summary Notes
Friday, December 15, 2017
Scheduled for 9:00am –10:30am PST

ballot and coordination of a meeting of the full membership for the vote which can be a “hassle” and quite time consuming. He noted that a simpler method would enable more expeditious decisions.

- Mark Lowry (WHPA Staff – BBI) noted that based on attorney direction, he added **Section 6.3** for “Meeting of the Members”, which covers annual meetings, special meetings, the place of meetings, notice of meetings, proxies, quorum, voting, order of business, conduct of meetings, and mail/electronic voting. Mark clarified that votes can be conducted electronically, but that meetings must be done annually with proper state filing, minutes, etcetera.
- Mel Johnson (NCI) confirmed his understanding that the EC was being moved in as an interim step. He suggested keeping the redlines for clarification of the process in this interim step.
- Mark Lowry (WHPA Staff – BBI) confirmed that there is no election needed for the initial Board on the Articles of Incorporation, but noted that determination needs to be captured in relatively short order for the Bylaws that need to accompany the next step IRS filing. He clarified that no state requires a full election for the first time.
- Judy Johnson (WHPA Staff – Key SEO) reported that there has never been a vote of the full fluid WHPA membership, which has multiple representatives per organization. She suggested that if votes are needed over the next 6 – 9 months, there could be a logistical issue with ensuring quorums and majorities from the membership for critical votes due to the large base of people with a large reign of inactive members.
- Bob Barks (CALBO) clarified that the initial EC would carry over as the initial interim Board given the transition timeline, but that the Bylaws would clarify how elections and processes would continue going forward from them. He added that there needs to be some definition of how a quorum is determined. He gave the example that an HOA that is fluid may set a quorum of 10%. “Whatever the decision is, it can all be put into the Bylaws to try to keep it functional without getting many diverse members together to conduct a vote, which sometimes is not possible. That is why the Board is empowered with so much responsibility.”
- Barbara Hernesman (SynergyNexGen) asked if the prior discussion about the EC acting as an interim board due to the transition timeline was in the Bylaws.
 - Mark Lowry (WHPA Staff – BBI) confirmed that it does not have to be specified in the Bylaws.
- Barbara Hernesman (SynergyNexGen) asked if there is content about balancing out the membership categories with the EC as the interim Board.
 - Mark Lowry (WHPA Staff – BBI) confirmed that language could be added to reflect that.

ACTION: WHPA Staff to ensure content is included in the Bylaws about balancing out the new membership categories with the EC as the interim Board.

- Co-Chair Bob Wiseman (IHACI) commented that personally he could go either way, but that he “liked the idea” of the general membership voting, but not on the general membership being able to remove Directors because of the cumbersome process.
- Mark Lowry (WHPA Staff – BBI) noted that the vote would give the membership something to do outside of any work products they may possibly do.
- Mel Johnson (NCI) commented that it is good that the language in the document is focused on the future, but also noted that context needs to be provided with the basics of what is needed for now.
- Mark Lowry (WHPA Staff – BBI) clarified that the election information is basic content that needs to be determined now. He clarified that per attorney sideline comments, “if we don’t define it, the assumption is that voting members have the right to vote on amendments, merger and dissolution of the corporation, and revisions to the Bylaws,” among other things. He also noted that the “Feds” will deny the exempt application if the content is not provided.
- Co-Chair Paul Thomas (SDG&E) noted that he “would not want to join a Board that could not move quickly and get things done.”
- Bob Barks (CALBO) concurred that the Board needs to be able to act, but noted that the Bylaws need to clarify a situation for when the membership could have a voice when there is a disagreement between the membership and the Board with specifics about processes and quorum. “It is a check on a runaway Board.” He clarified that it all needs to be fine-tuned and included with the initial filings. “Power should be with the Board, but with a specific mechanism for how to proceed if there is a serious disagreement between the membership and the Board.”
- In reply to Co-Chair Paul Thomas’ (SDG&E) inquiry, Mark Lowry (WHPA Staff – BBI) confirmed there currently there was no provision such as suggested above, but that it could be added.
- Barbara Hernesman (SynergyNexGen) suggested adding Bob Barks’ (CALBO) above comments about the 10% membership voting need into Bylaws Section 7.3.2.



WHPA HVAC Stakeholder Engagement Strategy Committee (HSES)

Teleconference Summary Notes

Friday, December 15, 2017

Scheduled for 9:00am –10:30am PST

- o Mel Johnson (NCI) and Co-Chair Paul Thomas (SDG&E) voiced agreement with that idea.

ACTION: For incorporation into the Bylaws, WHPA Staff to pull comments related to Section 7.3.2 and Section 7.4.2 from the December 15th HSES Committee meeting recording, particularly Bob Barks’ (CALBO) comments about the 10% membership voting need for checks and balance purposes when there is a serious disagreement between the membership and the Board.

DECISION: Without further discussion, there was a consensus voiced “aye” vote with none opposed nor abstained that Bylaws’ content should clarify having the Board nominate and elect Directors rather than election by the Membership.

Adjournment

Co-Chair Paul Thomas (SDG&E) adjourned the meeting at 10:33a.m. PST.

No further meetings were planned during the meeting, but post meeting decision was made by the Co-Chairs and WHPA Staff to hold an additional meeting with the Chartering Committee as guests on Wednesday, December 20, 2017 from 12:00pm – 1:30pm PST.

* * * * *

Summary of Action Items and Key Decisions (from above)

ACTION ITEMS

- **ACTION:** Mark Lowry (WHPA Staff – BBI) and Legal Counsel to further discuss grant and tax implications of doing work in California but incorporating outside California.
- **ACTION:** Lea Haro (CEC), Barbara Hernesman (SynergyNexGen), and Dave Dias (JCEEP) to provide additional research on potential funding opportunities for review of issues that may arise if not incorporating in California.
- **ACTION:** WHPA Staff to conduct an email vote of the HSES Committee to confirm agreement to incorporate in California. (DONE)
- **ACTION:** WHPA Staff to ensure content is included in the Bylaws about balancing out the new membership categories with the EC as the interim Board. (IN PROCESS)
- **ACTION:** For incorporation into the Bylaws, WHPA Staff to pull comments related to Section 7.3.2 and Section 7.4.2 from the December 15th HSES Committee meeting recording, particularly Bob Barks’ (CALBO) comments about the 10% membership voting need for checks and balance purposes when there is a serious disagreement between the membership and the Board. (IN PROCESS)

KEY DECISIONS

- **DECISION:** Without further discussion, there was a consensus voiced “aye” vote with none opposed nor abstained that Bylaws’ content should clarify having the Board nominate and elect Directors rather than election by the Membership.